American Planning Association Massachusetts Chapter (APA-MA)

CHAPTER BYLAWS

Adopted, 1987; Revised, 1993, 1998, 2018, 2020, 2023, 2024, 2025

ARTICLE I - NAME AND GEOGRAPHICAL AREA

The name of this organization shall be the *American Planning Association Massachusetts Chapter (APA-MA)*, hereinafter referred to and known as the "Chapter" or "APA-MA." The geographical area served by this organization shall be the Commonwealth of Massachusetts. The parent organization is the American Planning Association (APA).

ARTICLE II – MISSION STATEMENT, GOALS, AND OBJECTIVES

A. Mission Statement

The mission of the Massachusetts Chapter of the American Planning Association is to enhance and support planning in Massachusetts through education, advocacy, outreach, communication, and provision of services & resources to members and the larger planning community, in a manner that maximizes diversity, equity, and inclusion.

B. Chapter Goals

1. Member Development – to increase planning expertise through efficient use of Chapter Resources.
2. Professional Impact – to increase the impact of planning in public and private decision-making; and
3. Organizational Impact – to energize and enhance the organization.

C. Chapter Program Objectives

1. To increase planning expertise in Massachusetts through member development;
2. To increase the impact of planning in public and private decision-making; 3. To enhance the Chapter's strength as an organization and in its influence on planning issues.
4. To foster ethical outcomes for those affected by the interventions that planners recommend.
5. To promote ethical outcomes for those affected by the interventions that planners recommend.
6. To promote programs and processes that involve a diversity of stakeholders; and
7. To promote viable alternatives to sprawl in varied community settings.

ARTICLE III - CHAPTER MEMBERSHIP

Membership will be granted to:

1. Any APA member whose address of record is in Massachusetts shall be a member of this Chapter.
2. APA members whose address of record is not in Massachusetts may become Chapter members upon payment of Chapter dues.
3. Chapter membership shall also be granted to individuals who are not APA

members upon payment of Chapter dues. Chapter dues shall be waived for Planning and Zoning Boards.

ARTICLE IV - BOARD OF DIRECTORS

Members of the Board of Directors shall execute the mission of the Chapter, initiate and monitor Chapter activities, and approve Chapter policies and positions. The Board of Directors shall include both Voting and Non-Voting members as listed below:

A. Members

The Board of Directors shall include both Voting and Non-Voting members as listed below:

1. Voting Members

    a. Elected Positions

        • President

        • Vice President

        • Professional Development Officer

        • Legislative and Policy Officer

        • Secretary

        • Treasurer

        • At-Large Regional Representative

        • Greater Boston Regional Representative

        • Northeast Regional Representative

        • Southeast Regional Representative

        • Central Regional Representative

        • Western Regional Representative

    b. Non-Elected Positions

- Standing Committee Chairs or Designees "(One vote per Committee)"

  Citizen Planners Training Collaborative Liaison
  Executive Office of Housing and Livable Communities. Liaison
  Massachusetts Association of Planning Professionals Liaison
  Consulting Planners of Massachusetts Liaison
  Immediate Past President
  University Liaison

2. Non-Voting Members

    a. Non-Elected Positions

- Newsletter Editor(s)
- Ad Hoc Committee Chairs
- Executive Committee Appointments

B. Term of Office

1. Each term of office shall be for a period of two years. Terms will begin January 1 of the year following the election. 2. There is a limit of two consecutive terms for the position of President.

C. Duties

1. The President shall be Chief Executive Officer and the spokesperson for the Chapter, working with the APA and the Board of Directors on behalf of the Chapter, represent the Chapter on the APA Chapter Presidents' Council, preside at regular and special meetings of the Chapter, and call and chair meetings of the Executive Committee and Board of Directors.
2. The Vice President shall preside over meetings of the Chapter, the Executive Committee, or Board of Directors in the absence of the President and may perform other duties as delegated by the President. If at any time, the President steps down, the Vice President shall fulfill the responsibilities of the President.
3. The Professional Development Officer (PDO) shall chair the Professional Development Committee, serve as the Chapter's PDO in coordination with APA National PDO matters, and direct the Chapter's efforts to support AICP Certification Maintenance. The PDO shall be AICP certified.
4. The Legislative and Policy Officer shall chair the Legislative Committee, act as liaison with APA on legislative issues, coordinate Chapter legislative programs with affiliated organizations, report to members on planning legislation in the Commonwealth, and present the position of the Chapter on pending legislation before the State Legislature.
5. The Secretary shall be responsible for maintaining membership and Chapter records, giving notices of meetings, taking minutes of meetings, and reporting Chapter actions and bylaws to APA National.
6. The Treasurer shall be responsible for custody of Chapter dues and other monies, manage the accounts of the Chapter, prepare an annual budget, and make an annual report on Chapter finances at the Annual Meeting.
7. The Regional Representatives shall serve and voice their constituents' needs, shall organize programs in their regions (as defined in Map 1), assist in the implementation of Chapter programs and policies, and assist Chapter committees.
8. Membership on the Board of Directors is open to Chapter members who subscribe to the Mission and Bylaws of APA-MA.
9. Members of the Board of Directors are expected to attend and participate in Board of Director meetings. Members of the Board of Directors may not be absent from either three consecutive regularly scheduled Board meetings or from 25% of the regularly scheduled Board meetings in a twelve-month period. This provision may be waived by a vote of the Board of Directors.
10. The Board of Directors will approve job descriptions, staff appointments, and contracts.

D. Vacancies, Resignations, and Removals

1. A vacancy in a Board of Directors elected position, except for President, shall be filled by a vote of the Board of Directors. The term of a Board member who fills a vacancy shall end at the original term of the position.

2. A resignation of a member of the Board of Directors shall be made by written notice via electronic mail to the President of the Chapter. Immediately upon receipt of a resignation, the President shall initiate replacement procedures. In the event of the President's resignation, written notice shall be made to the Executive Committee. The Vice President shall inform the rest of the Board of Directors and act as President for the remaining term. If the Vice President is unable to act as President, the Executive Committee shall appoint a replacement President for the balance of the term or until the President or Vice President returns.
3. Membership on the Board of Directors may be terminated for cause, for failure to perform the prescribed duties of their office on the Board including absence as described in Article IV, Section C(9) unless waived by the Board of Directors, or for acting in a manner deleterious to the Chapter, the Board of Directors, or the Chapter's mission. Any such member shall receive a written notice of the charges and the proposed actions. The member shall have the opportunity to respond verbally or in writing. A vote of two-thirds of the Board of Directors members present at a regular meeting of the Board is required for termination. Notification of the vote shall appear in the meeting notice.
4. The Board of Directors will accept liaisons appointed by partner organizations, as listed in Article IV Section A. These liaisons will serve on the APA-MA Board of Directors until the appointing organization appoints someone new. The Board of Directors may vote to remove the individual for cause.

ARTICLE V - COMMITTEES AND APPOINTMENTS

A. Executive Committee

1. The Executive Committee of the Chapter shall include the President, Immediate Past President, Vice President, Professional Development Officer, Legislative and Policy Officer, Secretary, and Treasurer.
2. The Executive Committee of the Chapter shall exercise the powers and duties of the Board of Directors between Board meetings, appoint committee members and other positions, and implement policy decisions of the Board.
3. The Executive Committee shall set the agenda for Board meetings. Prior to the monthly Executive Committee meeting, the Board Secretary and/or Chapter staff will send an email to all Board Members to identify agenda items. The Executive Committee will combine Board agenda items with items the Executive Committee has identified to develop the Board meeting agenda.
4. The Executive Committee shall work with Chapter staff, if applicable, to implement Board actions, policies, and decisions. The Executive Committee may make staffing recommendations to the Board of Directors. The President shall be responsible for managing staff.
5. The Executive Committee, with the consent of the Board of Directors, may create, appoint, and discharge Ad Hoc committees and non-voting positions on the Board of Directors. The President may recommend Chapter members to serve in appointed positions or on committees. The Executive Committee may confirm or reject nominee(s) or request that the full Board of Directors vote to confirm or reject the nominee(s).

B. Southern New England APA (SNEAPA) Conference Committee 1. Each year, the Executive Committee shall appoint the Chapter Chair for the SNEAPA Conference Committee.

2. In years when APA-MA is hosting the SNEAPA Conference, the Board of Directors will:
    a. appoints no more than three Conference Co-Chairs, at least one of whom

shall be a current member of the Board of Directors.

b. establishes a Conference Committee, with representation from each of the three partner chapters, to plan and execute the SNEAPA conference and, c. serves as the fiduciary agent for the conference.

3. The Board of Directors, or an Ad Hoc committee, shall explore cities and venues, negotiate a contract, execute the contract, and take any action required by the contract or necessary to prepare for the conference.

C. Other Committees

1. All Committees shall work toward the fulfillment of the Chapter's Mission. 2. Active Standing and Ad Hoc Committees shall report once a year to the Board of Directors for the Annual Report.

3. Standing Committees

a. Standing Committees may be established by an amendment to the Bylaws.

b. Standing Committees have permanent on-going tasks and are determined by the goals of the Chapter. The standing Committees are the Carol Thomas Memorial Scholarship Fund Committee, Economic Development Committee, Transportation Committee, Legislative and Policy Committee, University Liaison Committee, Sustainable Development Committee, Community Development and Housing Committee, and Professional Development Committee.

c. Standing Committees are dissolved by request from the Committee to the Board of Directors or by notification to the Committee from the Board of Directors. This request must be codified by a Bylaws amendment.

d. The Professional Development Committee shall encourage and assist qualified planners to become members of the American Institute of Certified Planners, review Chapter college and university programs as part of the Planning Accreditation Board process, and foster development of Planning Student Organizations at all universities in the Chapter area, publicize and encourage participation in the Certification Maintenance Program, and provide information, arrange seminars, and otherwise further professional development of planners in the Chapter area.

e. The responsibilities of the Carol Thomas Memorial Scholarship Committee shall be:

Development of award criteria and application materials for the fund.

- Distribution of the funds allocated by the Board to eligible recipients.
- Conducting the annual solicitation or Challenge Fund.
- Providing Annual Report to the Board of Directors.
- Recommending appropriate conferences of APA, APA-MA Chapter, and conferences of allied organizations for which the scholarship fund can be dedicated to in any given year.
- Development of award criteria and application materials for the fund.

4. Ad Hoc Committees

a. Ad Hoc Committees may be established by appointment of the Executive Committee or may be established upon petition of ten Chapter members with approval by the Board of Directors.

b. Ad Hoc Committees may be established for several reasons: to meet the temporary needs of the Chapter, to provide an opportunity for the Board to experiment with a new idea or programming opportunity, to collaborate with other APA Chapters and outside organizations, or for existing Board members to work on a particular project or activity. These may include,

but are not limited to, the Awards Committee, Southern New England APA Conference Committee, Nominating Committee, Bylaws Committee, Strategic Plan Committee, and Young Planners/Emerging Professionals Group.

c. Ad Hoc Committees are dissolved when their task is complete, at the request of the Committee to the Executive Committee, or by notification to the Committee from the Executive Committee.

ARTICLE VI - CHAPTER APPOINTMENTS

The Board of Directors may appoint, or recommend for appointment, official Chapter delegates to other organizations. These appointments may include, but are not limited to the Boston Landmarks Commission, Massachusetts Association of Planning Professionals, Massachusetts Association of Consulting Planners, Citizen Planners Training Collaborative. Generally, the Board of Directors will appoint a representative to each organization with a liaison position on the Board of Directors. As the Chapter builds and expands partnerships, there may be additional organizations to which the Board of Directors would like to send delegates. Similarly, new organizations may want to be represented on the Board of Directors. When this occurs, the Board of Directors would vote on the new liaison position; this position would be a non-voting board member until such time that the Bylaws are amended to include the new position as a voting member.

A majority vote of the Board of Directors in attendance at a Board meeting called to consider the appointment shall be required. Appointees shall be Chapter members in good standing, shall represent the Board's position on policy issues, and shall report to the Board on a yearly basis.

ARTICLE VII - FINANCES

The Chapter is a non-profit entity, and its income shall be used solely to achieve its mission and its goals.

1. Dues
   a. Chapter dues are determined by the Board of Directors and shall be evaluated from time to time and may be revised by a majority vote of the Board of Directors.
   b. For members of APA National, chapter dues are paid to the APA National office which then remits the Chapter's portion back to the Chapter.
   c. For members of the Chapter and not APA National, dues are paid directly to the Chapter.
2. All monies earned through Chapter dues shall be deposited into the general fund of the Chapter treasury.
3. The Chapter's fiscal year shall be from July 1 through June 30.
4. A balanced budget for the coming fiscal year should be prepared by the President and the Treasurer and submitted to the Board of Directors no later than May 15th each year. This budget should explicitly indicate which Board of Directors position(s) and staff members are paid positions and the salary for each position. A majority vote of the Board of Directors shall be required for ratification.
5. The Board of Directors may create additional accounts as needed to maintain clear records for various events, to fund a Special Projects Fund, scholarship fund, provide co-sponsorships, or other activities, by a majority vote of the Board of Directors.
6. Any contract, legal agreement, or loan made or taken on behalf of the Chapter shall be approved by an affirmative vote of the Board of Directors and executed

by the Chapter President and Chapter Treasurer or Chapter Manager.

7. The Chapter budget may include conferences where the Chapter is acting as fiscal agent and is receiving and disbursing large amounts of funds.
8. Disbursements, for any purpose, over one thousand ($1,000) not previously budgeted or previously approved by the Chapter Board shall require Board approval.
9. No financial benefits shall accrue to Chapter officers or members, except as explicitly approved by the Board of Directors in the Chapter Budget for services rendered to the Chapter. Payments may be made for services rendered according to Article VIII, F. Reimbursements may be given for expenses incurred on behalf of the Chapter, in accordance with the Chapter budget.
10. Investment of Chapter funds, or changes to existing investments, shall be approved by the Board of Directors.

ARTICLE VIII - MEETINGS

A. Meeting Procedures

1. Meetings of the membership (Chapter Meetings), Executive Committee, and the Board of Directors will be governed by the latest edition of Robert's Rules of Order.
2. Notice of the Annual Chapter Meeting, Board of Directors Meetings, and any Special Meetings shall be posted on the Chapter Website and included in the Newsletter to the extent practical. Notice of the Annual Meeting shall be provided to all members by electronic mail. These meeting notices will include the meeting dates, times, and locations.
3. Agendas and minutes of all Board of Directors meetings shall be kept and made part of the permanent record of the Chapter. These agendas and minutes shall be posted to the Chapter's website.
4. A summary of the proceedings of each Annual or Special Chapter Meeting will be posted to the Chapter's website following the conclusion of the meeting and after review by the Board of Directors.

B. Chapter Meetings

1. The Chapter shall hold an Annual Meeting in the Fall of each year. The Chapter Annual Meeting shall usually be held at the annual Southern New England APA conference, unless otherwise designated by the Board of Directors.
2. Special Meetings may be held at any time.
3. There is no quorum requirement for a Chapter Meeting.
4. Each Chapter member in attendance shall have the right to vote.

C. Board of Directors Meetings

1. The Board of Directors shall hold regular meetings, at least quarterly. 2. The quorum for the Board of Directors to transact business at a Board meeting is one-half plus one of elected board members.
3. Voting on board matters shall generally occur during Board Meetings, either in person or by phone or other electronic means. Each voting member shall have one vote. For business requiring a vote between Board meetings, the Board may vote by electronic mail.

D. Special Meetings

1. Special meetings of the Chapter or Board of Directors may be called by:
    a. The President,
    b. Written request of a majority of the Board of Directors, or

c. Written request of 10% of Chapter members.

2. If it is necessary for the Chapter to conduct business requiring a vote of membership, but it is determined by a majority of the Board of Directors that it is impossible to hold an in-person Special Meeting, the Board can request a vote of the membership on time sensitive matters by electronic mail.

ARTICLE IX - BOARD ELECTIONS

Elections for the elected members of the Board of Directors shall be held starting in 2019 and every other year thereafter in conjunction with APA National's elections.

A. Election Procedure

1. At least 60 days prior to the close of Nominations to the APA National Nominating Committee, the Board of Directors shall appoint a Nominating Committee consisting of not fewer than three Chapter members. The Past President will serve as Chair of the Nominating Committee. If no Past President is available, the Executive Committee shall identify another Board Member to be Chair. No later than 10 days prior to the close of Nominations to the APA National Nominating Committee, the Chapter's Nominating Committee shall report its recommendations for candidates to fill the elected seats of the Board of Directors to the Board of Directors and APA National. The Chapter's Nominating Committee shall work with candidates to submit required materials to APA National. Candidates shall not serve on the Nominating Committee.
2. As part of the APA National Consolidated Election, the Chapter Nominating Committee will serve as the Tally Committee and work with APA National to conduct the balloting.
3. Additional guidelines for the Nominating Committee may be established by the Board of Directors.
4. The ballot shall indicate the candidate(s) for each elected position as proposed by the Nominating Committee and shall also provide opportunity for write-in candidates.
5. Chapter-only members may vote in Chapter elections and may be elected or appointed to any Chapter office or committee except Chapter President, Vice President, or Professional Development Officer. These three positions must be held by APA members who live or work in Massachusetts.
6. The candidate receiving a plurality of votes cast for each office shall be deemed elected. In the event of a tie vote, the Board of Directors shall elect one of the two candidates who have tied.

ARTICLE X - BYLAWS

The Bylaws shall be adopted or amended by a majority vote of the individual Chapter members participating in the mail or electronic ballot, or by a majority vote of Chapter members in attendance at an Annual Meeting. The Bylaws or amendments shall be transmitted to the national office of the APA and shall become effective upon approval by the Chapter membership and by the national APA office or 45 days after the transmittal to the national office if no comment is received within that time.